

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

J. MICHAEL CHARLES; MAURICE W.	)	C. A. NO. 05-702 (SLR)
WARD, JR.; and JOSEPH I. FINK, JR., on	)	(Lead Case)
behalf of themselves and all others similarly	)	
situated,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	
	)	
PEPCO HOLDINGS, INC; CONECTIV, and	)	
PEPCO HOLDINGS RETIREMENT PLAN,	)	
	)	
Defendants.	)	

**PLAINTIFFS' CROSS-MOTION  
FOR PARTIAL SUMMARY JUDGMENT**

In addition to opposing defendants' motion for summary judgment (D.I. 87), in accordance with Rule 56 of the Federal Rules of Civil Procedure, plaintiffs hereby cross-move this Court for an order directing that judgment be entered on their behalf on Counts I, II and IV of the complaints in these actions. Plaintiffs' cross-motion is based upon the accompanying brief and appendix, as well as the record herein.

WHEREFORE, plaintiffs respectfully request that the Court deny defendants' motion for summary judgment and direct that judgment be entered in plaintiffs' favor on Counts I, II, and IV of the complaints.

Dated: June 19, 2007

**CHIMICLES & TIKELLIS LLP**

By: /s/ A. Zachary Naylor  
Pamela S. Tikellis (#2172)  
Robert J. Kriner (#2546)  
A. Zachary Naylor (#4439)  
One Rodney Square  
P.O. Box 1035  
Wilmington, DE 19899  
302-656-2500 (telephone)  
302-656-9053 (fax)

and

James R. Malone, Jr.  
(*pro hac vice*)  
Joseph G. Sauder  
(*pro hac vice*)  
One Haverford Centre  
361 West Lancaster Avenue  
Haverford, PA 19041  
610-642-8500 (telephone)  
610-649-3633 (fax)

Attorneys for Plaintiffs